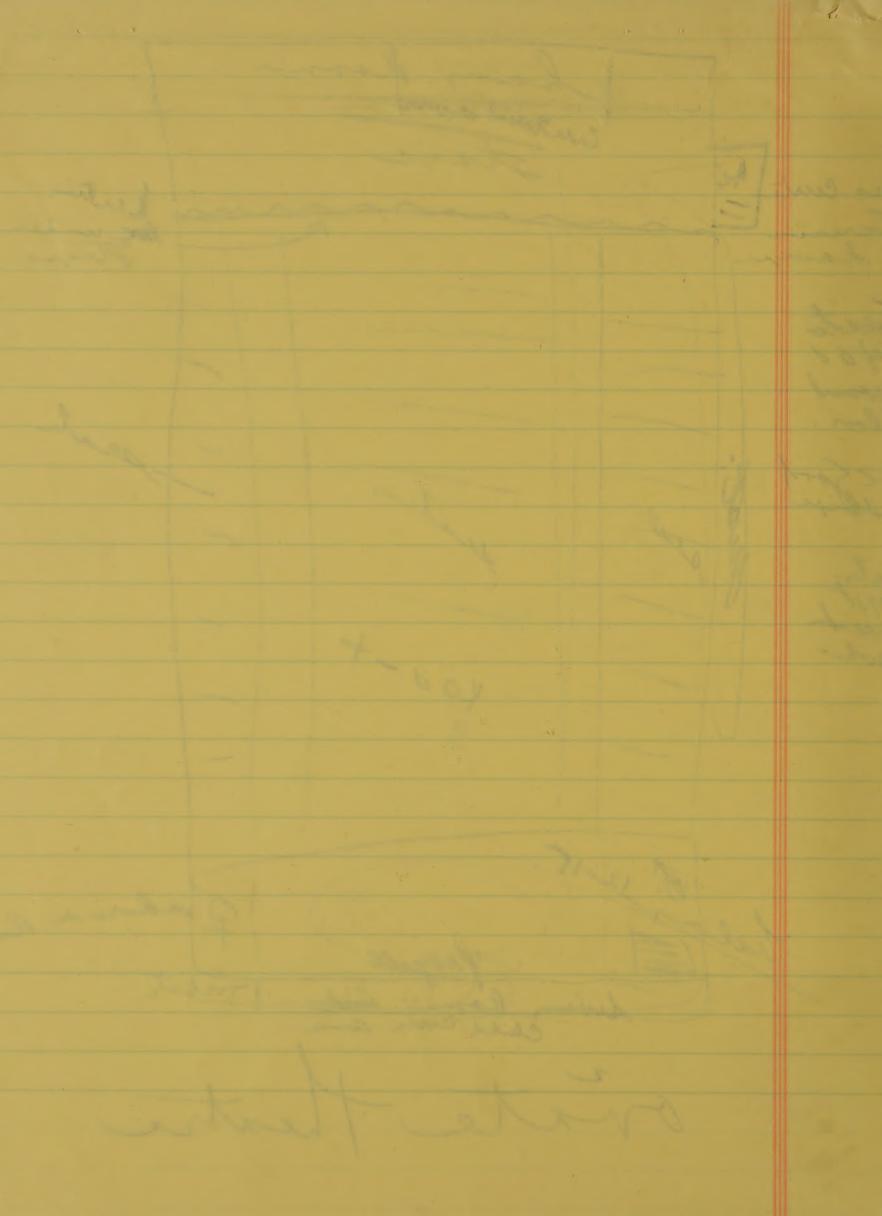
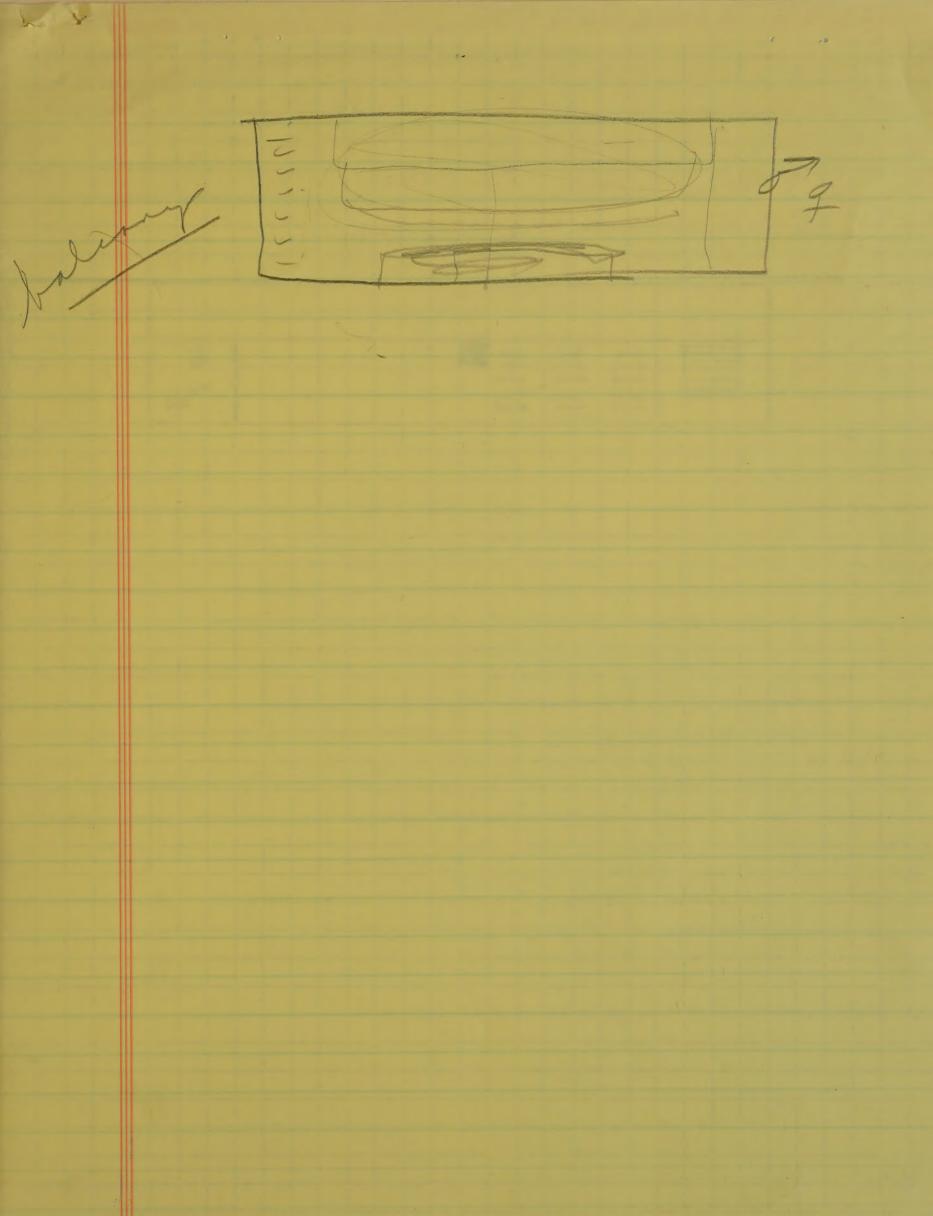
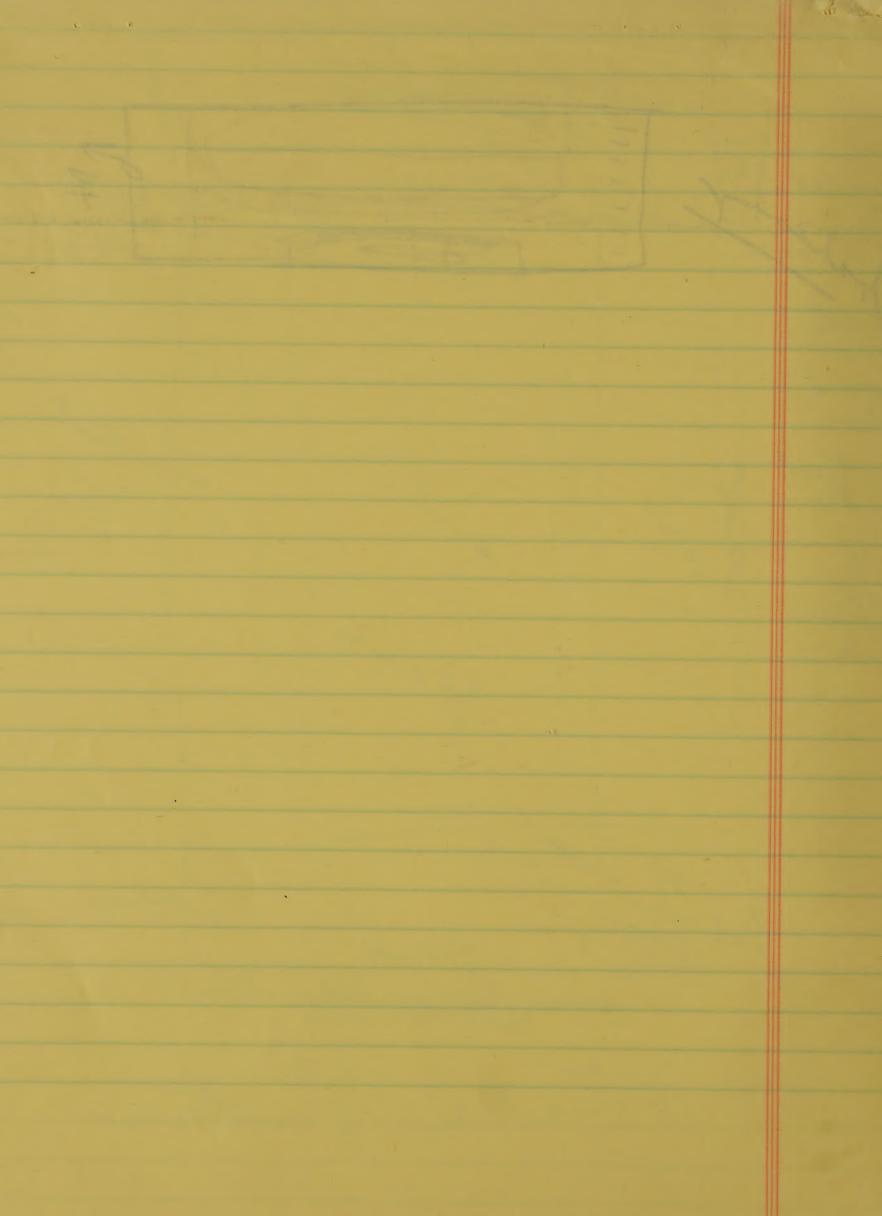


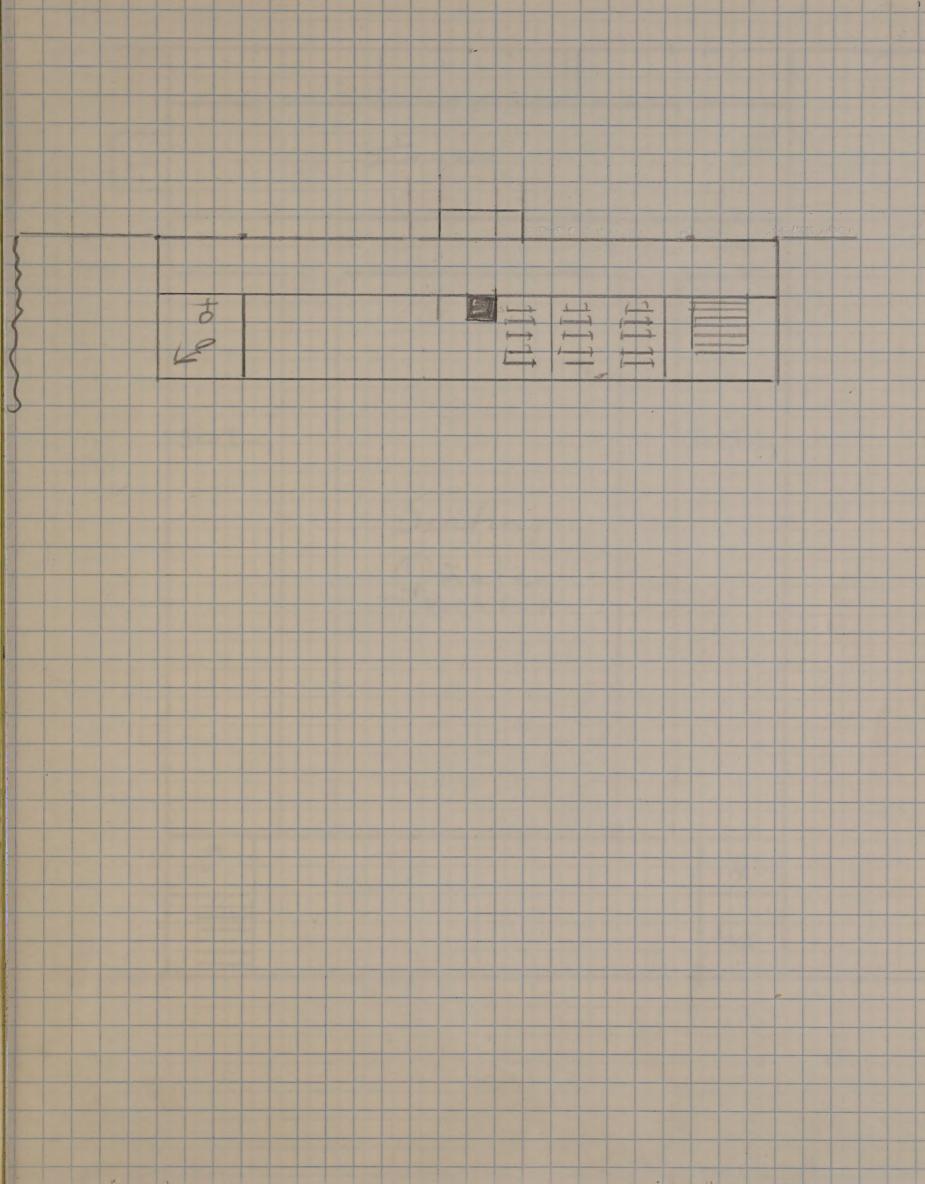


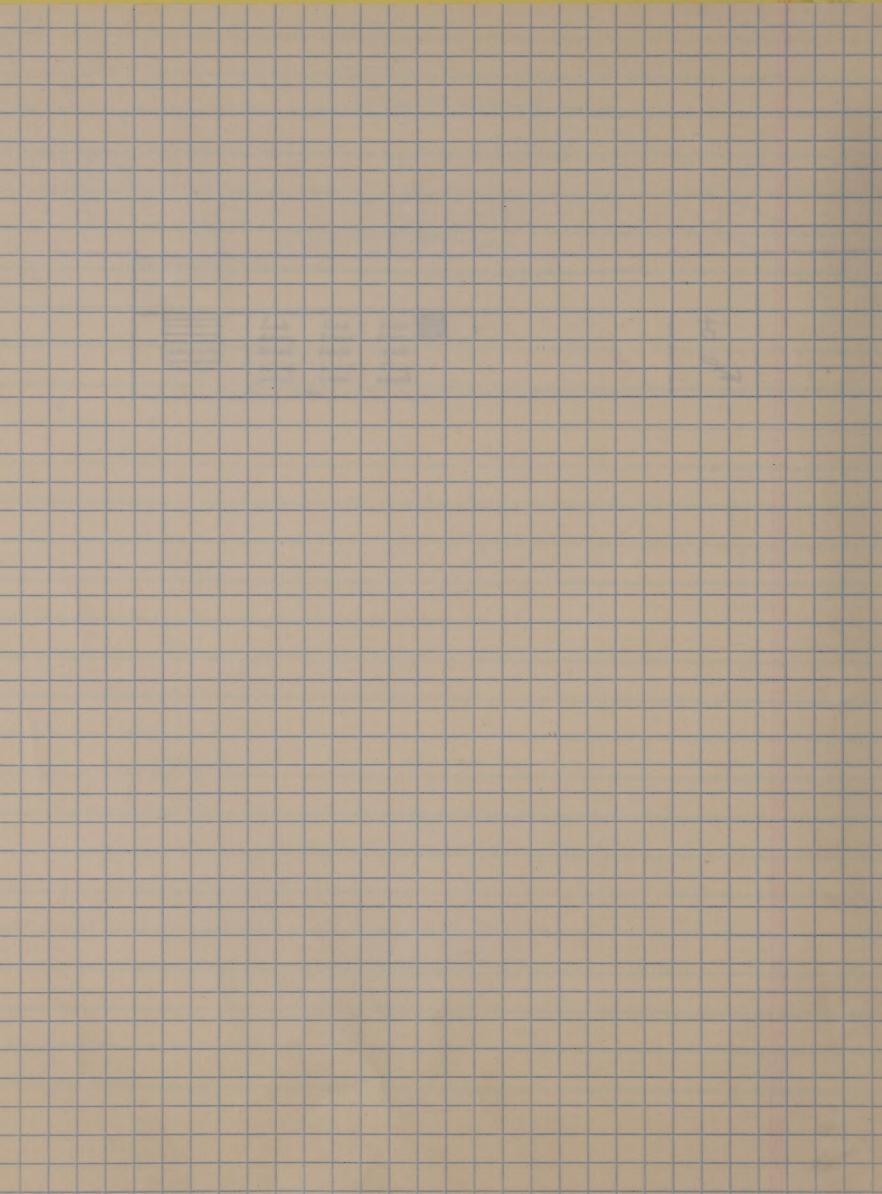
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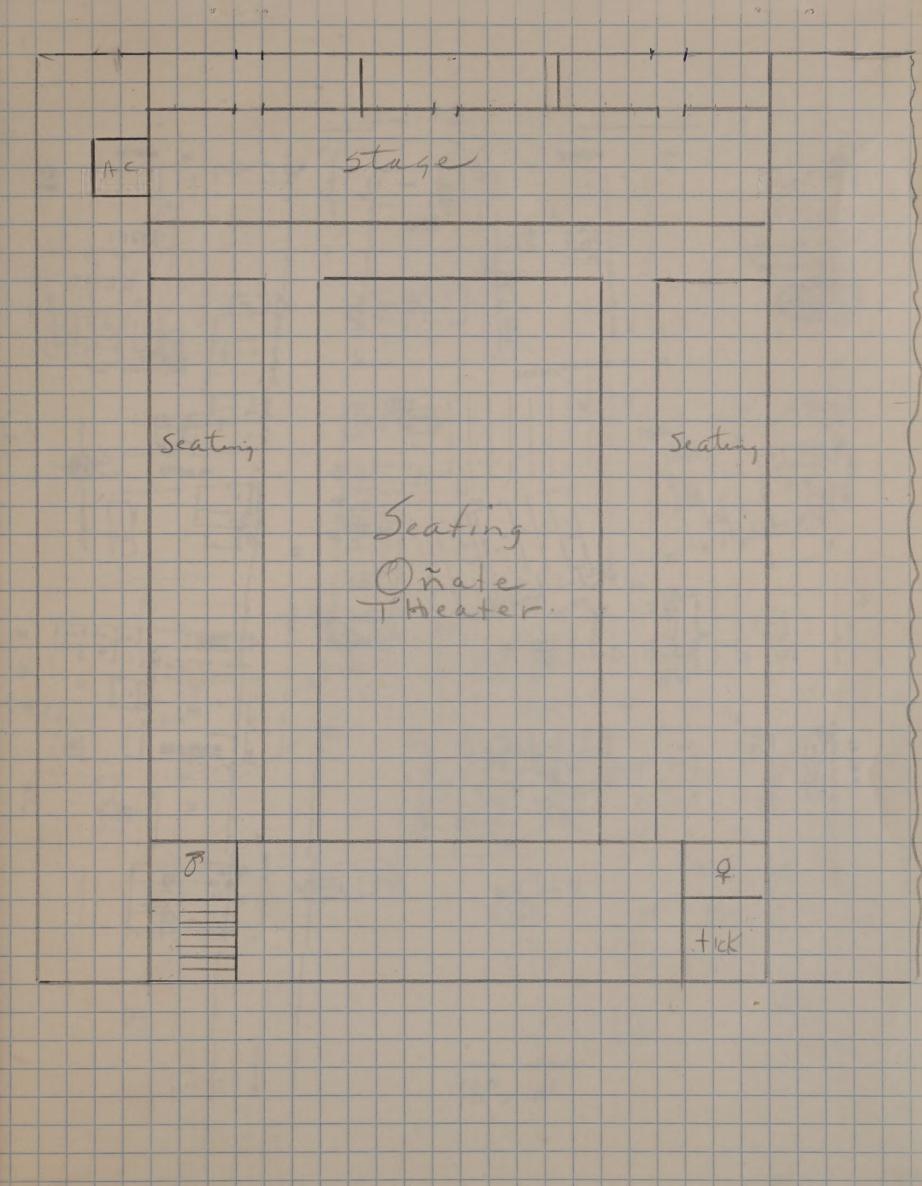


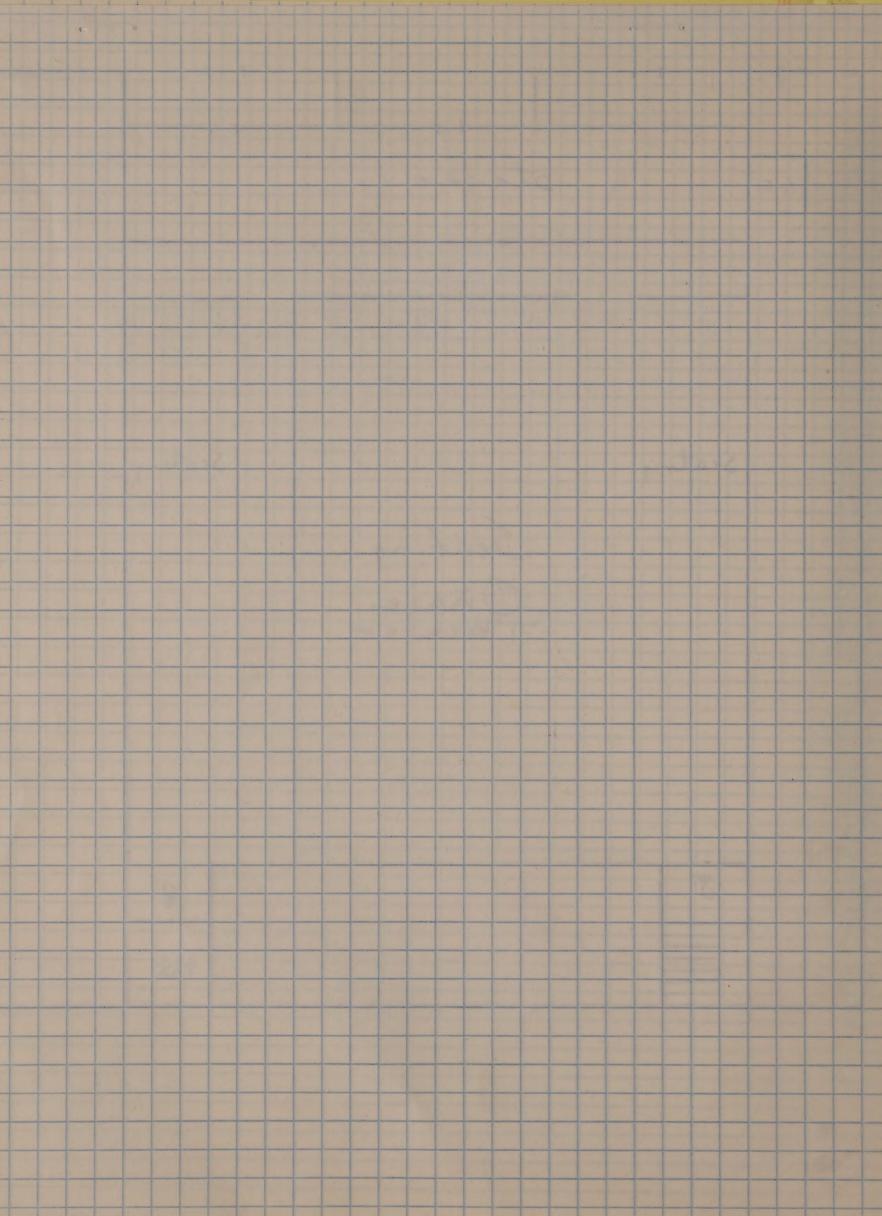


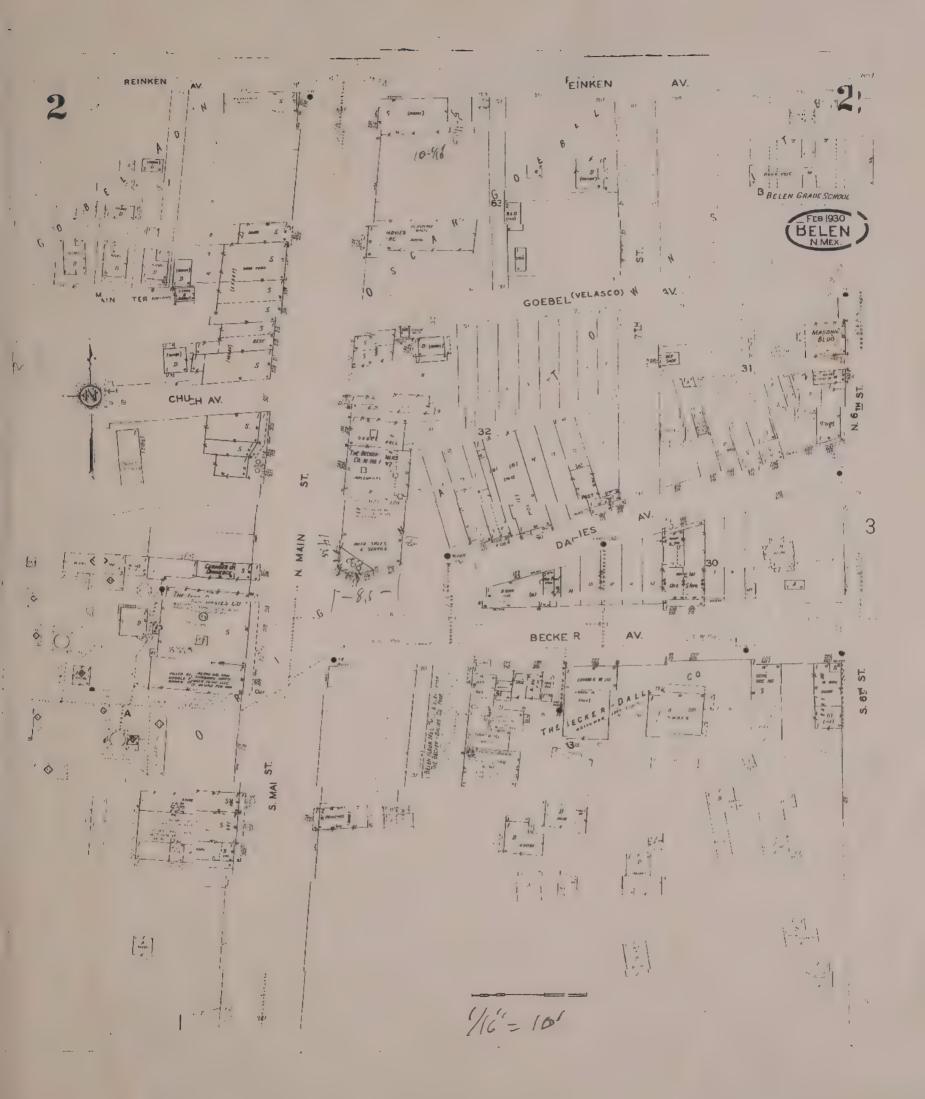


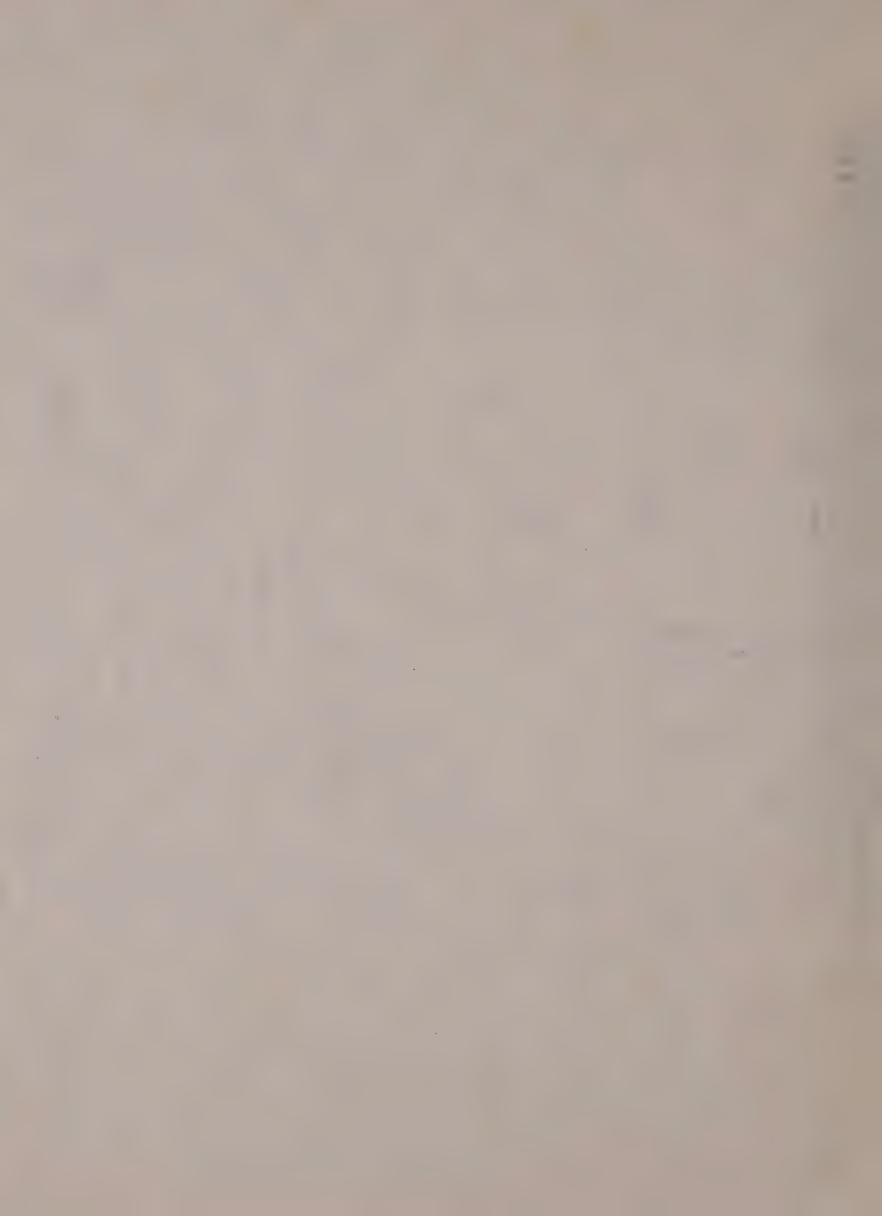












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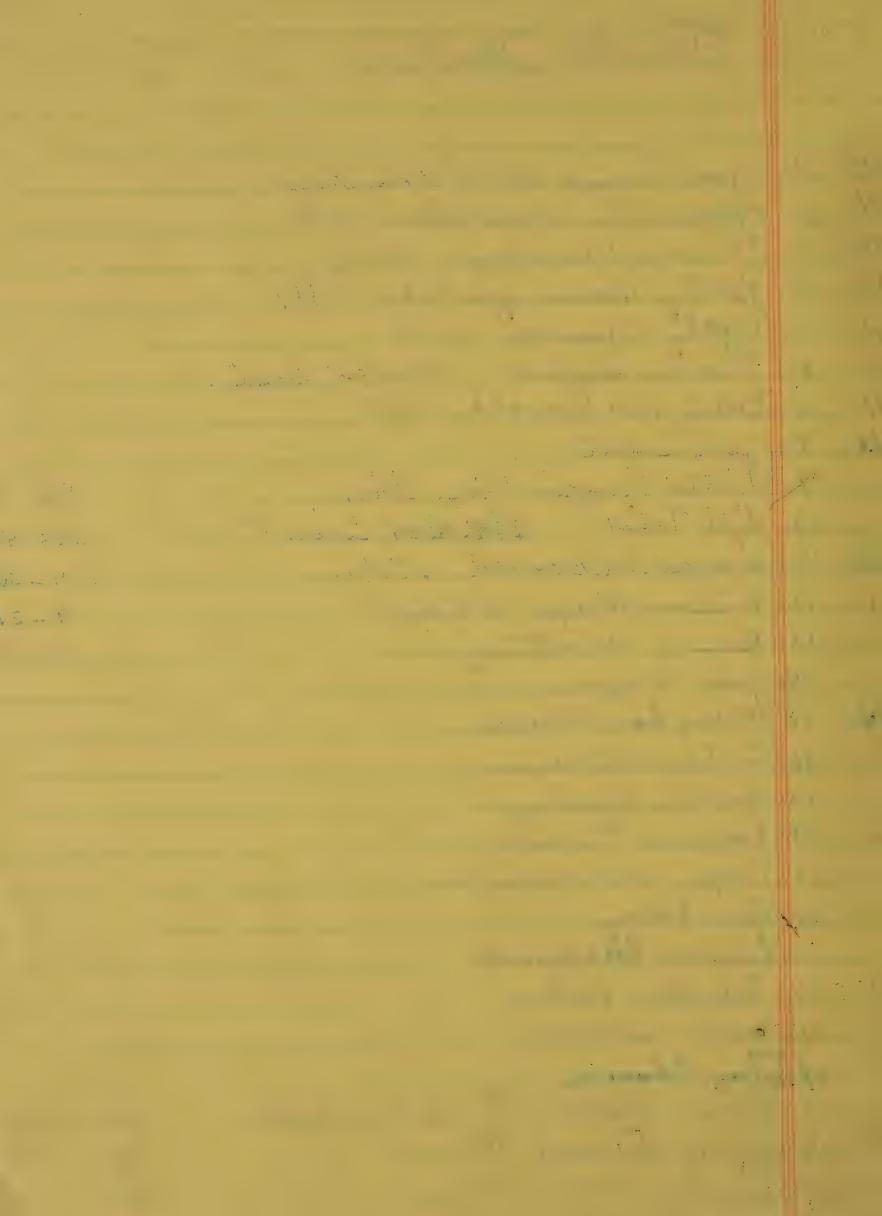
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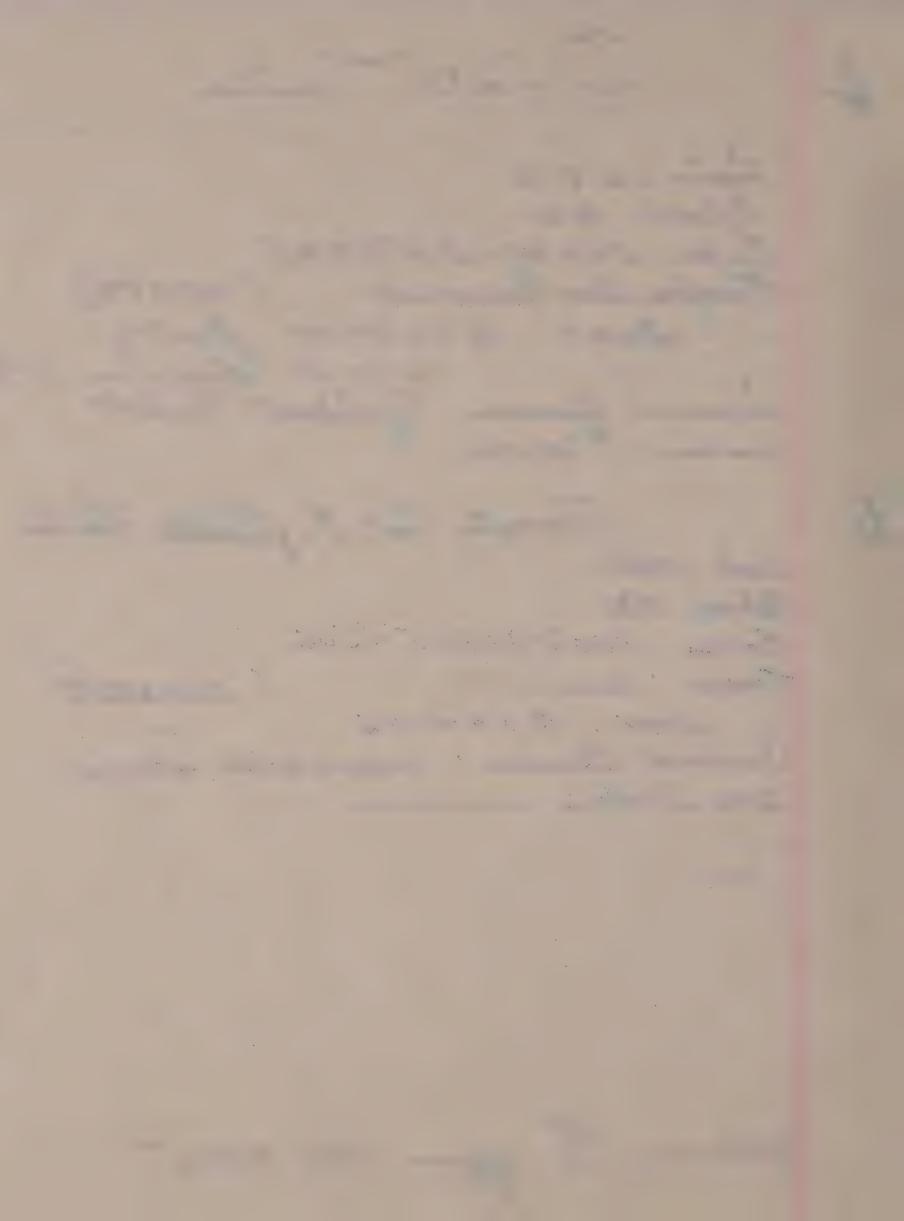


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DOMESTIC NONPROFIT INCORPORATION

DOMESTIC NONPROFIT INCORPORATION

STATE CORPORATION COMMISSION
CORPORATION DEPARTMENT
P.O. BOX 1269
SANTA FE, NEW MEXICO 87504-1269
(505) 827-4511

REQUIREMENTS FOR INCORPORATING A NEW MEXICO CORPORATION FOR NONPROFIT

The following is a schedule of the fees and requirements as per the New Mexico Nonprofit Corporation Act (53-8-1 to 53-8-99):

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53-2-10. Private Remedy.

A. Any person who suffers any loss of money or property as a result of being designated a director of a corporation without giving his consent may bring an action against the designating corporation to recover actual damages or one thousand dollars (\$1,000) whichever is greater.

B. The court may award attorneys' fees and costs to the party prevails. The court may award attorneys' fees to the corporation charged if the court finds that the action brought against the corporation was groundless.

C. The relief provided in this section is in addition to remedies otherwise available against the same conduct under the common law or other statutes of this state.

53-8-18. Number and Election of Directors.

The number of directors of a domestic nonprofit corporation shall be not less than three.

53-8-30. Incorporators.

One (1) or more persons, including profit and nonprofit corporations, may incorporate a corporation by signing and delivering articles of incorporation in duplicate to the corporation commission.

53-8-31. Articles of Incorporation.

- A. The Articles of Incorporation shall set forth:
 - 1. the name of the corporation;
 - 2. the period of duration, which may be perpetual;
 - 3. the purpose or purposes for which the corporation is organized;
 - 4. any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation; (Notes 1)

NMSCC-CD DNP-NC (REV-3/97)

- 5. the address of its initial registered office, and the name of its initial registered agent as such address; (Notes 2 and 3)
- 6. the number of directors constituting the initial board of directors and names and addresses of the persons who are to serve as the initial directors who have consented to serve as a director; and (Note 2)
- 7. the name and address of each incorporator. (Notes 2 and 4)
- B. It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in the Nonprofit Corporation Act (this article).
- C. Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the articles of incorporation shall be controlling.

53-8-32. Filing of Articles of Incorporation.

Duplicate Originals of the Articles of Incorporation and an Affidavit executed by the designated registered agent in which he acknowledges his acceptance of the appointment by the filing corporation as its registered agent, if the agent is an individual, or an affidavit executed by the president or vice-president of a corporation which is the designated registered agent in which the officer acknowledges the corporation's acceptance of the appointment by the filing corporation as its registered agent, if the agent is a corporation shall be delivered to the corporation commission.

Notes:

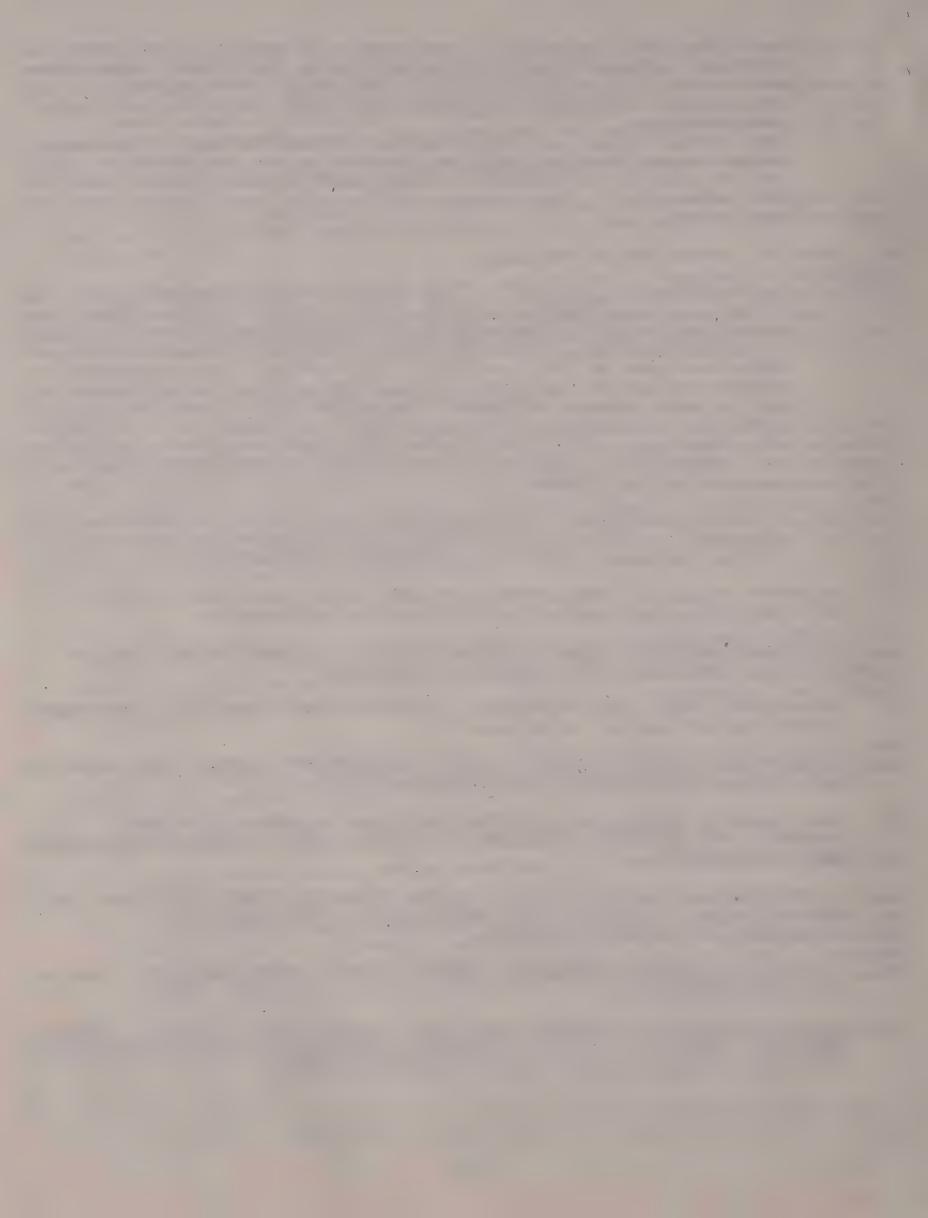
- 1. Article Fourth shall set forth any provisions, not inconsistent with law, which the incorporators elect set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution and final liquidation.
- 2. Address means a recitation of the mailing address or post office box number <u>and</u> the street address, if within a municipality, or a description of the geographical location if outside a municipality.
- 3. Each corporation shall have and continuously maintain in this state:
 - A. a registered agent, which agent may be, the same as its place of business; and
 - B. a registered agent, which agent may be either an individual resident in this state whose business office identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office (the corporation cannot be its own agent).
- 4. Duplicate original means a document which is signed or executed in duplicate by the incorporators.
- 5. 53-8-12. Bylaws.
 - A. The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt

new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of a corporation not inconsistent with law or the articles of incorporation.

B. The initial bylaws and any subsequent bylaws whether by amendment, repeal or new adoption shall be executed by the corporation's chief officer and by its secretary or assistant secretary and filed with the commission. Such bylaws shall be void until filed with the

commission.

- 6. 53-8-34. Organization meetings.
 - A. An organization meeting of the board of directors named in the articles of incorporation shall be held, either within or without New Mexico, at the call of majority of the incorporators, For the purpose of adopting bylaws, electing officers and the transaction of such other business as may come before the meeting. The incorporators calling the meeting shall give at least three days' notice thereof by mail to each director so named. The notice shall state the time and place of the meeting. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the corporation, with postage thereon prepaid.
 - B. A first meeting of the members may be held at the call of the directors, or a majority of them, upon at least three days' notice, for the purposes stated in the notice of the meeting.
- 7. DOCUMENTS SHALL BE TYPEWRITTEN OR PRINTED WITH BLACK PRINT ON 8-1/2" X 11" SIZE WHITE PAPER AND MUST BE LEGIBLE FOR MICROFILMING.
- 8. "DUPLICATE ORIGINAL" MEANS A DOCUMENT WHICH IS SIGNED OR EXECUTED IN DUPLICATE (TWO SETS WITH ORIGINAL SIGNATURES).
- 9. ATTACHMENTS SHALL MAKE REFERENCE TO THE SPECIFIC ARTICLE(S) SET FORTH WITHIN THE ARTICLES OF INCORPORATION.
- 10. REGULATIONS REQUIRE PAYMENT BY CHECK OR CASHIER'S CHECK, CHECK MUST BE MADE PAYABLE TO THE STATE CORPORATION COMMISSION.
- 11. THE CORPORATE NAME IS NOT APPROVED UNTIL THE DOCUMENTS HAVE BEEN APPROVED FOR STATUTORY COMPLIANCE. A VERBAL INQUIRY DOES NOT GUARANTEE NAME AVAILABILITY.
- 12. AS PROVIDED IN SECTION 53-8-91 OF THE NONPROFIT CORPORATION ACT, THIS COMMISSION HAS 15 WORKING DAYS FROM RECEIPT OF DOCUMENTS TO DISAPPROVE ANY DOCUMENT(S) FILED.
- 13. CONTACT THIS COMMISSION ON ANY CHANGE AFFECTING YOUR CORPORATE STATUS WITH THIS COMMISSION.
- 14. THESE GUIDELINES ARE PROVIDED ONLY FOR INFORMATIONAL PURPOSES, HOWEVER, REFERENCE SHOULD BE TO THE NEW MEXICO STATUTES FOR COMPLETE STATUTORY COMPLIANCE OR CONSULT AN ATTORNEY FOR LEGAL ADVICE.



TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$25.00

ARTICLES OF INCORPORATION

INCOME OF THE OWNER OWNE
ARTICLE ONE: The corporate name of the corporation is:
ARTICLE TWO: The period of its duration is:
ARTICLE THREE: The purpose for which the corporation is organized: (ATTACH SCHEDULE, IF NEEDED)
ARTICLE FOUR: (If dissolution provision is not set forth within these Articles of Incorporation, then powers enumerated under the Nonprofit Corporation Act will prevail.)
ATTACH SCHEDULE, IF NEEDED
ARTICLE FIVE: The name of initial registered agent is
ARTICLE FIVE. The name of initial registered agent is
and the street address (P.O. Box is unacceptable unless geographical location is given), city and zip code of its initial registered office in New Mexico.

ARTICLE SIX: The number of directors constituting the initial board of directors is, and the names and addresses of the persons who have consented to serve as the initial directors are:
(ATTACH SCHEDULE, IF NEEDED) NAME
ADDRESS
ARTICLE SEVEN: The name and address of each incorporator: (ATTACH SCHEDULE, IF NEEDED) NAME ADDRESS
DATED:
Signature of Incorporator(s)

(FILE DUPLICATE ORIGINALS)

DNP-NC (REV 3/97)

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$25.00

ARTICLES OF INCORPORATION

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ARTICLE	TWO: The period of its duration is:
ARTICLE	THREE: The purpose for which the corporation is organized: (ATTACH SCHEDULE, IF NEEDED)
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ARTICLE	FIVE: The name of initial registered agent is
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ARTICLE SEVEN: The name and address of each incorporator: (ATTACH SCHEDULE, IF NEEDED)	
NAME ADDRESS	
DATED:	
Signature of Incorporator(s)	

(FILE DUPLICATE ORIGINALS)

DNP-NC (REV 3/97)

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$25.00

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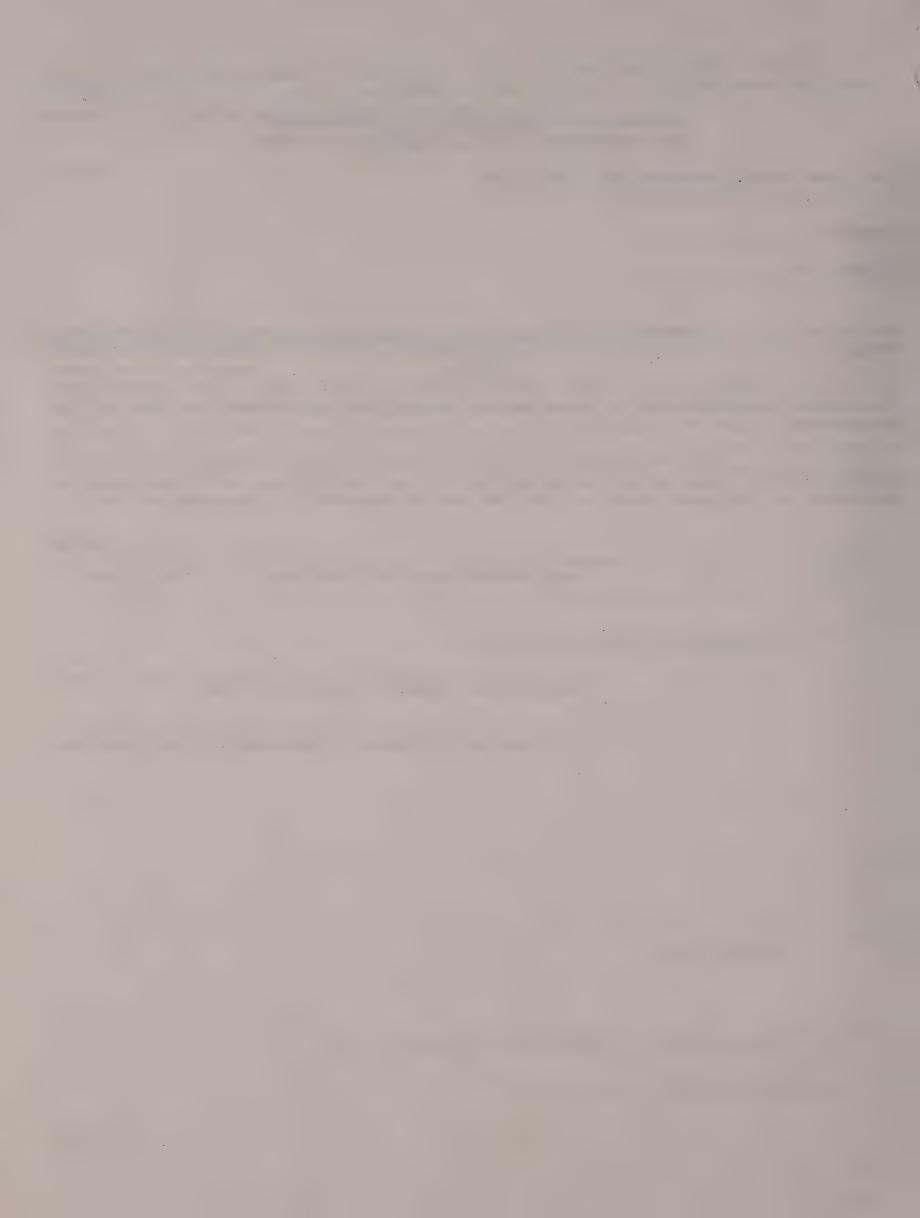
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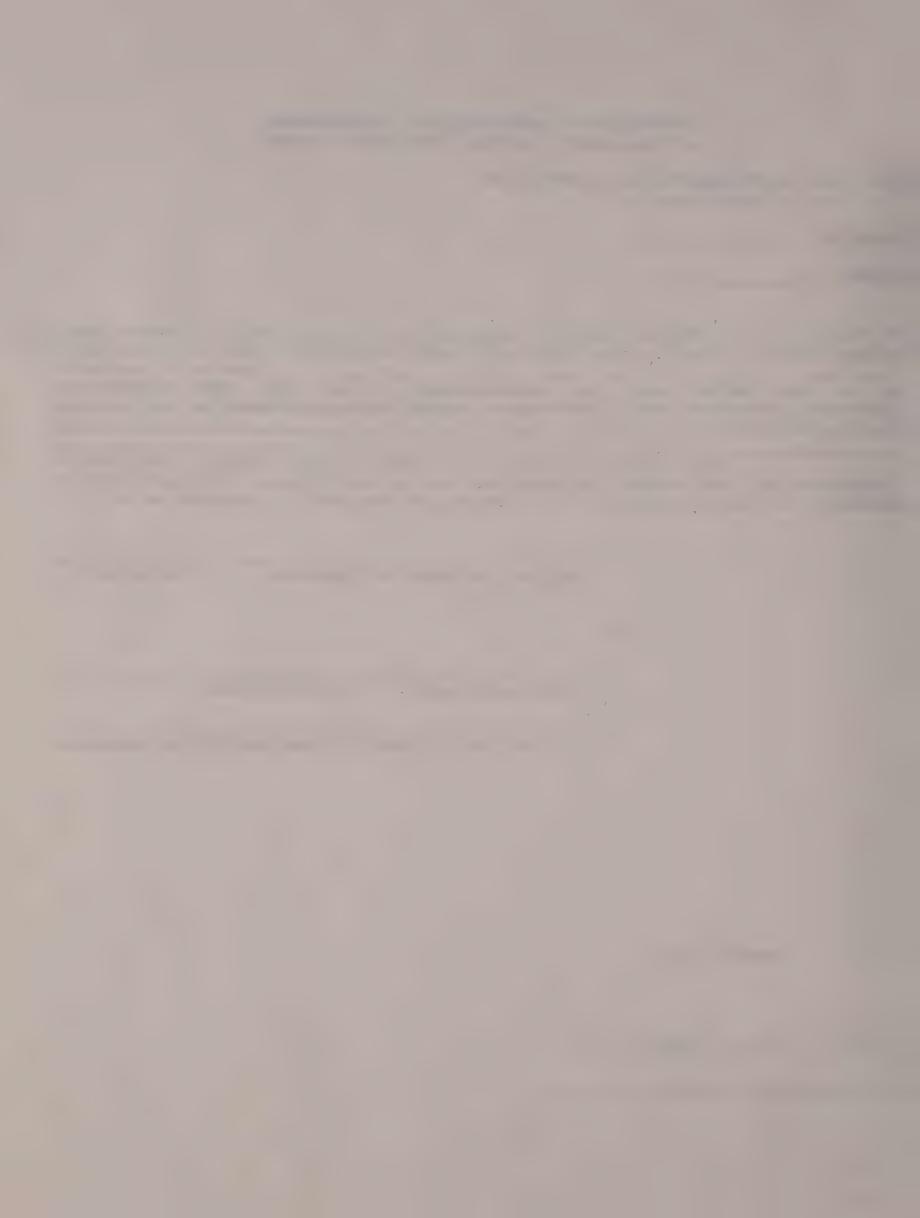
AFFIDAVIT OF ACCEPTÁNCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

To: The STATE CORPORATION STATE OF NEW MEXICO	COMMISSION
STATE OF	
COUNTY OF	
to be the person and individual/corporate entity Registered Agent of	
Incorporation, and which	ration which is named in the annexed Articles of is applying for a Certificate of Incorporation of the New Mexico Nonprofit Corporation Act.
-	Registered Agent's Signature (Individual)
	DR
E	Registered Agent's Corporate Name
	Signature of Agent's President/Vice President
(NOTARY SEAL)	
NOTARY PUBLIC My Commission Expires:	



AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

To: The STATE CORPORATION STATE OF NEW MEXICO	N COMMISSION
STATE OF	
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COUNTY OF	
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Incorporation, and which	ration which is named in the annexed Articles of is applying for a Certificate of Incorporation as of the New Mexico Nonprofit Corporation Act.
	Registered Agent's Signature (Individual)
	OR
•	Registered Agent's Corporate Name
	By
	Signature of Agent's President/Vice President
(NOTARY SEAL)	
NOTARY PUBLIC	
My Commission Expires:	



AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

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STATE OF	
COUNTY OF	
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	Registered Agent's Signature (Individual) OR
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